

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF PENNSYLVANIA**

SHELDON LEHMAN, individually and
on behalf of all others similarly situated,

Plaintiff,

v.

CITIGROUP GLOBAL MARKETS,
INC., SUCCESSOR IN INTEREST TO
LEGG MASON WOOD WALKER,
INC.; LEGG MASON, INC; and DOES
1 through 10, inclusive,

Defendants.

Civil Action No. 06-02484

Judge Sylvia H. Rambo

Electronically Filed

JOINT MOTION FOR FINAL APPROVAL OF SETTLEMENT¹

Plaintiff Sheldon Lehman, on behalf of himself and members of the Settlement Classes, and Defendant Citigroup Global Markets, Inc. (together, the “Parties”) hereby respectfully move the Court for an Order that:

1. Grants final approval to the class and collective action settlement in this action on the terms set forth in the Parties’ Joint Stipulation and Settlement Agreement (“Stipulation”) which was preliminary approved by this Court on May

¹ As no Settlement Class Members have objected to any aspect of the Settlement, nor have any members of the Pennsylvania Settlement Class excluded themselves from the Settlement, should the Court prefer to conduct its final review of the Settlement based upon the Parties’ submissions or via teleconference, the Parties have no objection. Certainly, the Parties are available and will appear before the Court on the scheduled hearing date if the Court so requires.

11, 2010 and is attached to the accompanying Declaration of Robert J. Gray in Support of Joint Motion for Final Approval of Settlement and Unopposed Motion of Class Counsel for an Award of Attorneys' Fees, Reimbursement of Costs and Expenses, and an Enhancement Award to the Class Representative ("Gray Declaration");²

2. Certifies, pursuant to FED. R. CIV. P. 23, for settlement purposes only, the following Pennsylvania Settlement Class: All individuals employed by Legg Mason Wood Walker, Inc. ("Legg Mason") in a Covered Position³ at a Pennsylvania branch at any time between December 29, 2003 and December 30, 2005 (the "Pennsylvania Class Period") or the estates of such individuals;

3. Certifies, pursuant to 29 U.S.C. § 216(b), for settlement purposes only, the following FLSA Settlement Class: All individuals employed by Legg Mason in a Covered Position at any branch outside of Pennsylvania at any time between June 30, 2005 and December 30, 2005 (the "FLSA Class Period") or the

² Following the Court's Order Granting Preliminary Approval of the Settlement, the Parties discovered that due to an inadvertent data error, 76 members of the FLSA Settlement Class (Supplemental Class Members) were excluded from the class list and did not receive Notice. On September 20, 2010, the Court approved the parties' agreement to amend the Stipulation to remedy the error. Among other things, the Order provided for an increase in the FLSA Settlement Consideration and mailing of Notice to Supplemental Class Members.

³ "Covered Position" is defined in the Stipulation to include the positions of Financial Advisor, Securities Broker, Financial Services Representative, Investment Broker, Account Executive, Account Representative, and Financial Consultant.

estates of such individuals;

4. Approves the plan of allocation outlined in the Stipulation; and
5. Approves the form of notice sent to members of the Settlement Classes.

The grounds for this Joint Motion for Final Approval of Settlement are set forth in the following papers contemporaneously filed herewith:

- A. Memorandum of Law in Support of Joint Motion for Final Approval of Settlement; and
- B. Declaration of Robert J. Gray in Support of Joint Motion for Final Approval of Settlement and Unopposed Motion of Class Counsel for an Award of Attorneys' Fees, Reimbursement of Costs and Expenses, and an Enhancement Award to the Class Representative.

WHEREFORE, the Parties respectfully ask that the Court grant their Joint Motion for Final Approval of Settlement. A [Proposed] Judgment and Order of Dismissal is submitted contemporaneously herewith.

Dated: January 14, 2011

/s/Peter A. Muhic

Peter A. Muhic, Esquire
Robert J. Gray, Esquire
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/s/ Michael J. Ossip [with consent]

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CITIGROUP GLOBAL MARKETS INC.

CERTIFICATE OF SERVICE

I hereby certify that on January 14, 2011, a true and correct copy of the foregoing document was electronically filed with the Clerk of the Court, is available for viewing and downloading from the ECF system, and will be served by operation of the Court's electronic filing system (CM/ECF) upon all counsel of record.

s/ Peter A. Muhic
Peter A. Muhic
Attorney for Plaintiff